

Board of Governors of the Federal Reserve System

RSSD ID: 3232316



Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. § 1844) and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)).

This report form is to be filed by bank holding companies with total consolidated assets of \$500 million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general

instructions for further information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each bank holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

Date of Report: **September 30, 2012**

Month / Day / Year (BHCK 9999)

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Consolidated Financial Statements for Bank Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

HSBC NORTH AMERICA HOLDINGS INC.

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Legal Title of Bank Holding Company (TEXT 9010)

452 FIFTH AVENUE

Signature of Chief Financial Officer (or Equivalent)

(Mailing Address of the Bank Holding Company) Street / PO Box (TEXT 9110)

NEW YORK

NY

10018

Date of Signature (MM/DD/YYYY) (BHTX J196)

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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C.I. _____ S.F. _____

Report of Income for Bank Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by 1–4 family residential properties	4435		2499278	1.a.(1)(a)
(b) All other loans secured by real estate	4436		228319	1.a.(1)(b)
(c) All other loans	F821		1220725	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		29700	1.a.(2)
b. Income from lease financing receivables	4065		165	1.b.
c. Interest income on balances due from depository institutions ¹	4115		52050	1.c.
d. Interest and dividend income on securities:				
(1) U.S. Treasury securities and U.S. government agency obligations				
(excluding mortgage-backed securities)	B488		163007	1.d.(1)
(2) Mortgage-backed securities	B489		580192	1.d.(2)
(3) All other securities	4060		96689	1.d.(3)
e. Interest income from trading assets	4069		323633	1.e.
f. Interest income on federal funds sold and securities purchased under agreements				
to resell	4020		173897	1. f.
g. Other interest income	4518		32498	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		5400153	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		19001	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		89418	2.a.(1)(b)
(c) Other deposits	6761		115165	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		16242	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		111751	2.b.
c. Interest on trading liabilities and other borrowed money				
(excluding subordinated notes and debentures)	4185		1462665	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible				
securities	4397		450180	2.d.
e. Other interest expense	4398		142354	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		2406776	2. f.
3. Net interest income (item 1.h minus item 2.f)	4074		2993377	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		1988108	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		53670	5.a.
b. Service charges on deposit accounts in domestic offices	4483		129260	5.b.
c. Trading revenue ²	A220		612950	5.c.
d. (1) Fees and commissions from securities brokerage	C886		129265	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888		274530	5.d.(2)
(3) Fees and commissions from annuity sales	C887		12725	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		2733	5.d.(4)
(5) Income from other insurance activities	C387		17816	5.d.(5)
e. Venture capital revenue	B491		0	5.e.
f. Net servicing fees	B492		26540	5. f.
g. Net securitization income	B493		0	5.g.

1. Includes interest income on time certificates of deposit not held for trading.

2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

Schedule HI—Continued

Dollar Amounts in Thousands		BHCK			
5. h. Not applicable					
i. Net gains (losses) on sales of loans and leases	8560		-1630953		5.i.
j. Net gains (losses) on sales of other real estate owned	8561		-40376		5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		-11762		5.k.
l. Other noninterest income ³	B497		2243070		5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		1819468		5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521		0		6.a.
b. Realized gains (losses) on available-for-sale securities	3196		150829		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135		1912864		7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		377607		7.b.
c. (1) Goodwill impairment losses	C216		0		7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		5788		7.c.(2)
d. Other noninterest expense ⁴	4092		3059812		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		5356071		7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301		-2380505		8.
9. Applicable income taxes (foreign and domestic)	4302		-199921		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		-2180584		10.
11. Extraordinary items and other adjustments, net of income taxes ⁵	4320		613458		11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104		-1567126		12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103		85531		13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	4340		-1652657		14.

3. See Schedule HI, memoranda item 6.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

Memoranda

Dollar Amounts in Thousands		BHCK			
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519		3007868		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592		-2366014		M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313		124		M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)	4507		20458		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number		
	4150		15958		M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3 percent of Schedule HI, item 5.l):	BHCK				
a. Income and fees from the printing and sale of checks	C013		0		M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014		0		M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016		0		M.6.c.
d. Rent and other income from other real estate owned	4042		0		M.6.d.
e. Safe deposit box rent	C015		0		M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229		-814020		M.6. f.

Schedule HI—Continued**Memoranda—Continued**

		Dollar Amounts in Thousands				
6. g. Bank card and credit card interchange fees		BHCK				
h. Gains on bargain purchases		F555			0	M.6.g.
		J447			0	M.6.h.
i.	TEXT 8562	GAIN ON SALE OF CARD AND RETAIL SERVICES BUSINESS				
		8562			1839803	M.6.i.
j.	TEXT 8563	GAIN ON SALE OF BRANCHES				
		8563			499017	M.6.j.
k.	TEXT 8564	LOSSES FROM HEDGING ACTIVITIES				
		8564			-274579	M.6.k.
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3 percent of the sum of Schedule HI, item 7.d):						
a. Data processing expenses		C017			0	M.7.a.
b. Advertising and marketing expenses		0497			0	M.7.b.
c. Directors' fees		4136			0	M.7.c.
d. Printing, stationery, and supplies		C018			0	M.7.d.
e. Postage		8403			0	M.7.e.
f. Legal fees and expenses		4141			1663073	M.7. f.
g. FDIC deposit insurance assessments		4146				M.7.g.
h. Accounting and auditing expenses		F556			0	M.7.h.
i. Consulting and advisory expenses		F557			368421	M.7. i.
j. Automated teller machine (ATM) and interchange expenses		F558			0	M.7. j.
k. Telecommunications expenses		F559			0	M.7.k.
l.	TEXT 8565	EXPENSES PAID TO AFFILIATES				
		8565			406186	M.7. l.
m.	TEXT 8566	SOFTWARE EXPENSE				
		8566			116895	M.7.m.
n.	TEXT 8567					
		8567			0	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):						
a. (1)	TEXT 3571	DISCONTINUED OPERATIONS OF CARD AND RETAIL SERVICES BUSINESS				
		3571			1156058	M.8.a.(1)
(2) Applicable income tax effect		BHCK	3572		474993	M.8.a.(2)
b. (1)	TEXT 3573	DISCONTINUED OPERATIONS OF HSBC FINANCE CORP INSURANCE BUSINESS				
		3573			-71597	M.8.b.(1)
(2) Applicable income tax effect		BHCK	3574		1931	M.8.b.(2)
c. (1)	TEXT 3575	DISCONTINUED OPERATIONS OF HSBC FINANCE CORP COMMERCIAL BUSINESS				
		3575			19782	M.8.c.(1)
(2) Applicable income tax effect		BHCK	3576		13861	M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)						
<i>Memorandum items 9.a through 9.e are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:</i>						
a. Interest rate exposures		8757			465755	M.9.a.
b. Foreign exchange exposures		8758			777276	M.9.b.
c. Equity security and index exposures		8759			2669	M.9.c.
d. Commodity and other exposures		8760			82802	M.9.d.
e. Credit exposures		F186			-715552	M.9.e.

Schedule HI—Continued**Memoranda—Continued**

Dollar Amounts in Thousands		BHCK			
<i>Memoranda items 9.f and 9.g are to be completed by bank holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.¹</i>					
9. f. Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....	K090		43668		M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the bank holding company on the bank holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)	K094		0		M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading.....	C889		0		M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890		-5792		M.10.b.
11. Credit losses on derivatives (see instructions)	A251		0		M.11.
<i>Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		26423		M.12.a.
b. (1) Premiums on insurance related to the extension of credit.....	C242		0		M.12.b.(1)
(2) All other insurance premiums	C243		2733		M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities.....	B983		6444		M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.).....	0=No 1=Yes	BHCK A530		0	M.13.

Dollar Amounts in Thousands		BHCK			
<i>Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.</i>					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets	F551		203624		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552		49332		M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553		-2099091		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554		-942717		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409		61415		M.15.
<i>Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>					
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a)).....	F228		0		M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses	J319				M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes).....	J320				M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b).....	J321				M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2011.

Schedule HI-A—Changes in Bank Holding Company Equity Capital

Dollar Amounts in Thousands		BHCK			
1. Total bank holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217		33293998		1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508		33293998		3.
	BHCT				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14)	4340		-1652657		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross	3577		0		5.a.
b. Conversion or retirement of perpetual preferred stock	3578		0		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross	3579		0		6.a.
b. Conversion or retirement of common stock	3580		0		6.b.
7. Sale of treasury stock	4782		0		7.
8. LESS: Purchase of treasury stock	4783		0		8.
9. Changes incident to business combinations, net	4356		0		9.
10. LESS: Cash dividends declared on preferred stock	4598		166634		10.
11. LESS: Cash dividends declared on common stock	4460		0		11.
12. Other comprehensive income ¹	B511		216857		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591		0		13.
14. Other adjustments to equity capital (not included above)	3581		-74589		14.
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT				
	3210		31616975		15.

1. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

Dollar Amounts in Thousands	(Column A) Charge-offs ¹				(Column B) Recoveries			
	BHCK				BHCK			
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)								
1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1–4 family residential construction loans	C891		0		C892		0	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893		36		C894		2516	1.a.(2)
b. Secured by farmland in domestic offices	3584		0		3585		0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:								
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411		147169		5412		11150	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens	C234		1846748		C217		26081	1.c.(2)(a)
(b) Secured by junior liens	C235		354943		C218		37934	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588		72		3589		0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		0		C896		0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897		11518		C898		17213	1.e.(2)
f. In foreign offices	B512		0		B513		0	1.f.
2. Loans to depository institutions and acceptances of other banks:								
a. To U.S. banks and other U.S. depository institutions	4653		0		4663		0	2.a.
b. To foreign banks	4654		58786		4664		0	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655		40		4665		55	3.
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile)	4645		33910		4617		5638	4.a.
b. To non-U.S. addressees (domicile)	4646		0		4618		0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards	B514		47161		B515		7394	5.a.
b. Automobile loans	K129		577		K133		0	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205		1371909		K206		165221	5.c.
6. Loans to foreign governments and official institutions	4643		0		4627		0	6.
7. All other loans	4644		20164		4628		3393	7.
8. Lease financing receivables:								
a. Leases to individuals for household, family, and other personal expenditures	F185		0		F187		2	8.a.
b. All other leases	C880		0		F188		0	8.b.
9. Total (sum of items 1 through 8)	4635		3893033		4605		276597	9.

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued**Memoranda**

				(Column A) Charge-offs ¹		(Column B) Recoveries					
				Calendar Year-to-date							
Dollar Amounts in Thousands				BHCK				BHCK			
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above											
				5409			0	5410			0
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)											
				4652			0	4662			0

Memorandum item 3 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

	Calendar Year-to-date				
	BHCK				
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	C388			9096	M.3.

Dollar Amounts in Thousands		BHCK			
II. Changes in allowance for loan and lease losses					
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income)		B522		6698832	1.
		BHCT			
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)		4605		276597	2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)		BHCK			
		C079		2595215	3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account.....		5523		1297818	4.
		BHCT			
5. Provision for loan and lease losses (must equal Schedule HI, item 4).....		4230		1988108	5.
		BHCK			
6. Adjustments (see instructions for this schedule).....		C233		0	6.
		BHCT			
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)		3123		5070504	7.

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued**Memoranda**

	Dollar Amounts in Thousands			
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	BHCK			
	C435		0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>				
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389		0	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390		2369	M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>				
4. Amount of allowance for post-acquisition credit losses on purchased credit -impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781		6482	M.4.

Notes to the Income Statement—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

	Dollar Amounts in Thousands			
1. Total interest income	BHBC			
	4107		0	1.
a. Interest income on loans and leases	4094		0	1.a.
b. Interest income on investment securities	4218		0	1.b.
2. Total interest expense	4073		0	2.
a. Interest expense on deposits	4421		0	2.a.
3. Net interest income	4074		0	3.
4. Provision for loan and lease losses	4230		0	4.
5. Total noninterest income	4079		0	5.
a. Income from fiduciary activities	4070		0	5.a.
b. Trading revenue	A220		0	5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490		0	5.c.
d. Venture capital revenue	B491		0	5.d.
e. Net securitization income	B493		0	5.e.
f. Insurance commissions and fees	B494		0	5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities	4091		0	6.
7. Total noninterest expense	4093		0	7.
a. Salaries and employee benefits	4135		0	7.a.
b. Goodwill impairment losses	C216		0	7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments	4301		0	8.
9. Applicable income taxes	4302		0	9.
10. Noncontrolling (minority) interest	4484		0	10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest	4320		0	11.
12. Net income (loss)	4340		0	12.
13. Cash dividends declared	4475		0	13.
14. Net charge-offs	6061		0	14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	4519		0	15.

Notes to the Income Statement (Other)

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country				
	0000		1	350

Notes to the Income Statement (Other)

	TEXT	Dollar Amounts in Thousands	BHCK				
1.	5351	SCHEDULE HI M.6.LINCOME FROM AFFILIATES					
			5351			275069	1.
2.	5352	SCHEDULE HI M.6.MNON-DEPOSIT CUSTOMER RELATED SERVICE FEE					
			5352			106081	2.
3.	5353	SCHEDULE HI M.6.NCOMMITMENT FACILITY LINE FEES					
			5353			95732	3.
4.	5354						
			5354			0	4.
5.	5355						
			5355			0	5.
6.	B042						
			B042			0	6.
7.	B043						
			B043			0	7.
8.	B044						
			B044			0	8.
9.	B045						
			B045			0	9.
10.	B046						
			B046			0	10.

Notes to the Income Statement (Other)—Continued

		Dollar Amounts in Thousands							
		TEXT				BHCK			
11.		B047							
						B047			0
12.		B048							
						B048			0
13.		B049							
						B049			0
14.		B050							
						B050			0
15.		B051							
						B051			0
16.		B052							
						B052			0
17.		B053							
						B053			0
18.		B054							
						B054			0
19.		B055							
						B055			0
20.		B056							
						B056			0

Name of Bank Holding Company

For Federal Reserve Bank Use Only

C.I. _____

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RSSD ID:

3232316

**Consolidated Financial Statements for
Bank Holding Companies**Report at the close of business 20120930

Month / Day / Year

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

	BHCK			
Assets				
1. Cash and balances due from depository institutions:				
a. Noninterest-bearing balances and currency and coin ¹	0081		1755498	1.a.
b. Interest-bearing balances: ²				
(1) In U.S. offices	0395		16461036	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	0397		507803	1.b.(2)
2. Securities:				
a. Held-to-maturity securities (from Schedule HC-B, column A)	1754		1750149	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)	1773		64106530	2.b.
3. Federal funds sold and securities purchased under agreements to resell:				
a. Federal funds sold in domestic offices	BHDM B987		0	3.a.
b. Securities purchased under agreements to resell ³	BHCK B989		66893775	3.b.
4. Loans and lease financing receivables:				
a. Loans and leases held for sale	5369		7417112	4.a.
b. Loans and leases, net of unearned income	B528		95604492	4.b.
c. LESS: Allowance for loan and lease losses	3123		5070504	4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529		90533988	4.d.
5. Trading assets (from Schedule HC-D)	3545		50045694	5.
6. Premises and fixed assets (including capitalized leases)	2145		513350	6.
7. Other real estate owned (from Schedule HC-M)	2150		298664	7.
8. Investments in unconsolidated subsidiaries and associated companies	2130		57291	8.
9. Direct and indirect investments in real estate ventures	3656		1072	9.
10. Intangible assets:				
a. Goodwill	3163		2223249	10.a.
b. Other intangible assets (from Schedule HC-M)	0426		190849	10.b.
11. Other assets (from Schedule HC-F)	2160		18077391	11.
12. Total assets (sum of items 1 through 11)	2170		320833451	12.

1. Includes cash items in process of collection and unposted debits.

2. Includes time certificates of deposit not held for trading.

3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

Dollar Amounts in Thousands

Liabilities

13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing ¹	6631	30435621		13.a.(1)
(2) Interest-bearing	6636	60720803		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN			
(1) Noninterest-bearing	6631	1782137		13.b.(1)
(2) Interest-bearing	6636	24859503		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM			
a. Federal funds purchased in domestic offices ²	B993	2791082		14.a.
b. Securities sold under agreements to repurchase ³	BHCK			
15. Trading liabilities (from Schedule HC-D)	B995	59545586		14.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3548	28310538		15.
17. Not applicable	3190	49957062		16.
18. Not applicable				
19. a. Subordinated notes and debentures ⁴	4062	10145452		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	1894059		19.b.
20. Other liabilities (from Schedule HC-G)	2750	16624671		20.
21. Total liabilities (sum of items 13 through 20)	2948	287066514		21.
22. Not applicable				

Equity Capital**Bank Holding Company Equity Capital**

23. Perpetual preferred stock and related surplus	3283	4000000		23.
24. Common stock (par value)	3230	0		24.
25. Surplus (exclude all surplus related to preferred stock)	3240	42361168		25.
26. a. Retained earnings	3247	-14477365		26.a.
b. Accumulated other comprehensive income ⁵	B530	-266828		26.b.
c. Other equity capital components ⁶	A130	0		26.c.
27. a. Total bank holding company equity capital (sum of items 23 through 26.c)	3210	31616975		27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000	2149962		27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105	33766937		28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	320833451		29.

1. Includes noninterest-bearing demand, time, and savings deposits.

2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.

4. Includes limited-life preferred stock and related surplus.

5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and **accumulated defined benefit pension and other postretirement plan adjustments**.

6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC—Continued**Memoranda (to be completed annually by bank holding companies for the December 31 report date)**

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for Yes, enter "0" for No.)

0=No	BHCK	
1=Yes	C884	

 M.1.
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.⁷

a. _____
(1) Name of External Auditing Firm (TEXT C703)

(2) City (TEXT C708)

(3) State Abbreviation (TEXT C714)

(4) Zip Code (TEXT C715)

b. _____
(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

7. The Federal Reserve regards information submitted in response to Memorandum item 2.b as confidential.

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale							
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
	BHCK				BHCK				BHCK				BHCK			
1. U.S. Treasury securities.....	0211		9380		0213		11388		1286		30624011		1287		31150457	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																
a. Issued by U.S. government agencies ¹	1289		0		1290		0		1291		1267		1293		1281	2.a.
b. Issued by U.S. government-sponsored agencies ²	1294		0		1295		0		1297		3589612		1298		3968205	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496		43866		8497		46787		8498		775101		8499		814313	3.
4. Mortgage-backed securities (MBS)																
a. Residential pass-through securities:																
(1) Guaranteed by GNMA	G300		68383		G301		81052		G302		15287966		G303		16155428	4.a.(1)
(2) Issued by FNMA and FHLMC	G304		38037		G305		43541		G306		145591		G307		148024	4.a.(2)
(3) Other pass-through securities.....	G308		299		G309		309		G310		3591		G311		3670	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G312		1448819		G313		1653825		G314		3023141		G315		3169088	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G316		0		G317		0		G318		65		G319		64	4.b.(2)
(3) All other residential mortgage-backed securities.....	G320		127554		G321		134509		G322		935		G323		972	4.b.(3)
c. Commercial MBS:																
(1) Commercial pass-through securities:																
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142		0		K143		0		K144		0		K145		0	4.c.(1)(a)
(b) Other pass-through securities	K146		0		K147		0		K148		0		K149		0	4.c.(1)(b)
(2) Other commercial MBS:																
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	K150		13811		K151		16157		K152		878009		K153		907679	4.c.(2)(a)
(b) All other commercial MBS	K154		0		K155		0		K156		257480		K157		264405	4.c.(2)(b)

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

3. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
5. Asset-backed securities and structured financial products:																	
a. Asset-backed Securities (ABS)	C026			0	C988			0	C989			439781	C027			344061	5.a.
b. Structured financial products:																	
(1) Cash	G336			0	G337			0	G338			0	G339			0	5.b.(1)
(2) Synthetic.....	G340			0	G341			0	G342			0	G343			0	5.b.(2)
(3) Hybrid	G344			0	G345			0	G346			0	G347			0	5.b.(3)
6. Other debt securities:																	
a. Other domestic debt securities.....	1737			0	1738			0	1739			896882	1741			1063813	6.a.
b. Foreign debt securities.....	1742			0	1743			0	1744			5712611	1746			5693054	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values																	
									A510			413512	A511			422016	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	BHCT												BHCT				
	1754			1750149	1771			1987568	1772			62049555	1773			64106530	8.

Memoranda

Dollar Amounts in Thousands		BHCK				
1. Pledged securities ¹		0416	18827835			M.1.
2. Remaining maturity or next repricing date of debt securities ^{2,3} (Schedule HC-B, items 1 through 6.b in columns A and D above):						
a. 1 year and less		0383	2506384			M.2.a.
b. Over 1 year to 5 years		0384	28934312			M.2.b.
c. Over 5 years		0387	33993967			M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)		1778	0			M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):						
a. Amortized cost		8782	0			M.4.a.
b. Fair value		8783	0			M.4.b.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.

3. Report fixed-rate debt securities by remaining maturity and floating debt securities by next repricing date.

Schedule HC-B—Continued**Memoranda—Continued**

	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
Dollar Amounts in Thousands																	
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. ¹																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables	B838			0	B839			0	B840			12998	B841			13433	M.5.a.
b. Home equity lines	B842			0	B843			0	B844			321948	B845			242459	M.5.b.
c. Automobile loans.....	B846			0	B847			0	B848			0	B849			0	M.5.c.
d. Other consumer loans.....	B850			0	B851			0	B852			0	B853			0	M.5.d.
e. Commercial and industrial loans	B854			0	B855			0	B856			0	B857			0	M.5.e.
f. Other.....	B858			0	B859			0	B860			104835	B861			88169	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																	
a. Trust preferred securities issued by financial institutions.....	G348			0	G349			0	G350			0	G351			0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352			0	G353			0	G354			0	G355			0	M.6.b.
c. Corporate and similar loans.....	G356			0	G357			0	G358			0	G359			0	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360			0	G361			0	G362			0	G363			0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G364			0	G365			0	G366			0	G367			0	M.6.e.
f. Diversified (mixed) pools of structured financial products.....	G368			0	G369			0	G370			0	G371			0	M.6.f.
g. Other collateral or reference assets	G372			0	G373			0	G374			0	G375			0	M.6.g.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2011.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) In Domestic Offices			
	BHCK			BHDM			
1. Loans secured by real estate	1410	63270400					1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1–4 family residential construction loans				F158	56686		1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159	758848		1.a.(2)
b. Secured by farmland.....				BHDM			
c. Secured by 1–4 family residential properties:				1420	0		1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit							
(2) Closed-end loans secured by 1–4 family residential properties:				1797	3203185		1.c.(1)
(a) Secured by first liens.....				5367	48882190		1.c.(2)(a)
(b) Secured by junior liens				5368	3171405		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460	1160535		1.d.
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties				BHCK			
(2) Loans secured by other nonfarm nonresidential properties.....				F160	1001425		1.e.(1)
				F161	5036126		1.e.(2)
				BHDM			
2. Loans to depository institutions and acceptances of other banks				1288	5169010		2.
a. To U.S. banks and other U.S. depository institutions.....	1292	250421					2.a.
b. To foreign banks	1296	6076275					2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	201530		1590	155206		3.
4. Commercial and industrial loans				1766	21083540		4.
a. To U.S. addressees (domicile)	1763	15057411					4.a.
b. To non-U.S. addressees (domicile)	1764	6871092					4.b.
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....				1975	4578096		6.
a. Credit cards	B538	788076					6.a.
b. Other revolving credit plans.....	B539	163946					6.b.
c. Automobile loans.....	K137	14619					6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	3715401					6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	354958		2081	59958		7.
8. Not applicable							
9. Loans to nondepository financial institutions and other loans:							
a. Loans to nondepository financial institutions	J454	4582629		J454	4481923		9.a.
b. Other loans							
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545	60865		1545	60865		9.b.(1)
(2) All other loans (exclude consumer loans).....	J451	1598731		J451	626510		9.b.(2)
10. Lease financing receivables (net of unearned income)				2165	15250		10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	0					10.a.
b. All other leases	F163	15250					10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above....	2123	0		2123	0		11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122	103021604		2122	99500758		12.

Schedule HC-C—Continued**Memoranda**

Dollar Amounts in Thousands

	BHDM				
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1–4 family residential construction loans	K158			0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans.....	K159			48645	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576			14188345	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	K160			0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161			0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K162			134415	M.1.d.(2)
e. Commercial and Industrial loans:	BHCK				
(1) To U.S. addressees (domicile).....	K163			64138	M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K164			0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures) ¹	K165			932245	M.1.f.
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>					
(1) Loans secured by farmland in domestic offices	BHDM				
	K166			0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks ...	BHCK				
(3) Loans to finance agricultural production and other loans to farmers.....	K167			0	M.1.f.(2)
(4) Loans to individuals for household, family, and other personal expenditures:	K168			0	M.1.f.(3)
(a) Credit cards	K098			0	M.1.f.(4)(a)
(b) Automobile loans	K203			0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K204			0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	K212			0	M.1.f.(5)
(6) Other loans ¹	K267			0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9.b.(2), Column A, above	2746			214874	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837			64896	M.3.
<i>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, Column A)	C391			21121	M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>					
5. Purchased credit -impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance.....	C779			24025	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9	C780			15829	M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) ..	F230			0	M.6.a.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-C—Continued**Memoranda—Continued**

		Dollar Amounts in Thousands			BHCK				
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2011, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>									
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties					F231			0	M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above					F232			0	M.6.c.
7.-8. Not applicable.									
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))					BHDM				
					F577			4237315	M.9.

				(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands				BHCK				BHDM				
<i>Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>												
10. Loans measured at fair value:												
a. Loans secured by real estate.....				F608			0					M.10.a.
(1) Construction, land development, and other land loans.....								F578			0	M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....								F579			0	M.10.a.(2)
(3) Secured by 1–4 family residential properties:												
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit								F580			0	M.10.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:												
(i) Secured by first liens.....								F581			0	M.10.a.(3)(b)(i)
(ii) Secured by junior liens								F582			0	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties								F583			0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties								F584			0	M.10.a.(5)
b. Commercial and industrial loans				F585			424468	F585			424468	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):												
(1) Credit cards				F586			0	F586			0	M.10.c.(1)
(2) Other revolving credit plans				F587			0	F587			0	M.10.c.(2)
(3) Automobile loans.....				K196			0	K196			0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....				K208			0	K208			0	M.10.c.(4)
d. Other loans.....				F589			0	F589			0	M.10.d.

Schedule HC-C—Continued**Memoranda—Continued**

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate	F609			0				
(1) Construction, land development, and other land loans					F590			0
(2) Secured by farmland (including farm residential and other improvements)					F591			0
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F592			0
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens					F593			0
(ii) Secured by junior liens					F594			0
(4) Secured by multifamily (5 or more) residential properties					F595			0
(5) Secured by nonfarm nonresidential properties					F596			0
b. Commercial and industrial loans	F597			448847	F597			448847
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards	F598			0	F598			0
(2) Other revolving credit plans	F599			0	F599			0
(3) Automobile loans	K195			0	K195			0
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209			0	K209			0
d. Other loans	F601			0	F601			0

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date				(Column B) Gross contractual amounts receivable at acquisition				(Column C) Best estimate at acquisition date of con- tractual cash flows not expected to be collected			
	BHCK				BHCK				BHCK			
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:												
a. Loans secured by real estate	G091			0	G092			0	G093			0
b. Commercial and industrial loans	G094			0	G095			0	G096			0
c. Loans to individuals for household, family, and other personal expenditures	G097			0	G098			0	G099			0
d. All other loans and all leases	G100			0	G101			0	G102			0

Dollar Amounts in Thousands				BHCK			
13. Not applicable							
14. Pledged loans and leases	G378			6748198			

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more in any of the four preceding quarters.

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices				
	BHCM				BHCK				
Assets									
1. U.S. Treasury securities.....	3531		10594289		3531		10594289		1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532		3039777		3532		3039777		2.
3. Securities issued by states and political subdivisions in the U.S.	3533		2742		3533		2742		3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK				BHDM				
	G379		326950		G379		326950		4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies ¹ (include CMOs, REMICs, and stripped MBS)	G380		196021		G380		196021		4.b.
c. All other residential mortgage-backed securities	G381		250668		G381		250668		4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ¹	K197		0		K197		0		4.d.
e. All other commercial MBS	K198		0		K198		0		4.e.
5. Other debt securities									
a. Structured financial products:									
(1) Cash	G383		678363		G383		678363		5.a.(1)
(2) Synthetic	G384		0		G384		0		5.a.(2)
(3) Hybrid	G385		0		G385		0		5.a.(3)
b. All other debt securities	G386		11233246		G386		11233246		5.b.
6. Loans:									
a. Loans secured by real estate.....	F610		0						6.a.
(1) Construction, land development, and other land loans					F604		0		6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F605		0		6.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit ...					F606		0		6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens					F607		0		6.a.(3)(b)(i)
(ii) Secured by junior liens					F611		0		6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties					F612		0		6.a.(4)
(5) Secured by nonfarm nonresidential properties					F613		0		6.a.(5)
b. Commercial and industrial loans.....	F614		0		F614		0		6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards.....	F615		0		F615		0		6.c.(1)
(2) Other revolving credit plans	F616		0		F616		0		6.c.(2)
(3) Automobile loans	K199		0		K199		0		6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K210		0		K210		0		6.c.(4)
d. Other loans	F618		0		F618		0		6.d.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-D—Continued

Dollar Amounts in Thousands		(Column A) Consolidated			(Column B) Domestic Offices		
		BHCM			BHCK		
7.–8. Not applicable							
9. Other trading assets		3541		15867011	3541		3894860
10. Not applicable							
11. Derivatives with a positive fair value		3543		7856627	3543		7785475
12. Total trading assets (sum of items 1 through 11)		BHCT			BHDM		
(total of Column A must equal Schedule HC, item 5)		3545		50045694	3545		38002391
Liabilities							
13. a. Liability for short positions:		BHCK			BHDM		
(1) Equity securities		G209		9757	G209		9757
(2) Debt securities		G210		9528514	G210		9528514
(3) All other assets		G211		0	G211		0
b. All other trading liabilities		F624		6852791	F624		191294
14. Derivatives with a negative fair value		3547		11919476	3547		11848526
15. Total trading liabilities (sum of items 13.a through 14)		BHCT					
(total of column A must equal Schedule HC, item 15)		3548		28310538	3548		21578091

Memoranda

Dollar Amounts in Thousands		(Column A) Consolidated			(Column B) Domestic Offices		
		BHCK			BHDM		
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)							
a. Loans secured by real estate		F790		0			
(1) Construction, land development, and other land loans					F625		0
(2) Secured by farmland (including farm residential and other improvements)					F626		0
(3) Secured by 1–4 family residential properties:							
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit ..					F627		0
(b) Closed-end loans secured by 1–4 family residential properties:							
(i) Secured by first liens					F628		0
(ii) Secured by junior liens					F629		0
(4) Secured by multifamily (5 or more) residential properties					F630		0
(5) Secured by nonfarm nonresidential properties					F631		0
b. Commercial and industrial loans		F632		0	F632		0
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards		F633		0	F633		0
(2) Other revolving credit plans		F634		0	F634		0
(3) Automobile loans		K200		0	K200		0
(4) Other consumer loans (includes single payment, installment, and all student loans)		K211		0	K211		0
d. Other loans		F636		0	F636		0
2. Loans measured at fair value that are past due 90 days or more:							
a. Fair value		F639		0	F639		0
b. Unpaid principal balance		F640		0	F640		0

Schedule HC-D—Continued**Memoranda—Continued**

Dollar Amounts in Thousands					(Column A) Consolidated			(Column B) Domestic Offices			
					BHCK				BHDM		
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):											
a. Trust preferred securities issued by financial institutions.....					G299		101598	G299		101598	M.3.a.
b. Trust preferred securities issued by real estate investment trusts					G332		59985	G332		59985	M.3.b.
c. Corporate and similar loans.....					G333		329561	G333		329561	M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)											
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....					G334		0	G334		0	M.3.d.
f. Diversified (mixed) pools of structured financial products.....					G335		0	G335		0	M.3.e.
g. Other collateral or reference assets					G651		0	G651		0	M.3.f.
					G652		187219	G652		187219	M.3.g.
4. Pledged trading assets:											
a. Pledged securities.....					G387		9978872	G387		9978872	M.4.a.
b. Pledged loans					G388		0	G388		0	M.4.b.

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances ²	2210		30435621		1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187		120586		1.b.
c. Money market deposit accounts and other savings accounts	2389		46242856		1.c.
d. Time deposits of less than \$100,000.....	6648		10614280		1.d.
e. Time deposits of \$100,000 or more	2604		3743081		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances ²	BHOD				
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3189		0		2.a.
c. Money market deposit accounts and other savings accounts	3187		0		2.b.
d. Time deposits of less than \$100,000.....	2389		0		2.c.
e. Time deposits of \$100,000 or more	6648		0		2.d.
	2604		0		2.e.

Memoranda

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243		304994		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164		9291883		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242		3446962		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		5772471		M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).
2. Includes noninterest-bearing demand, time, and savings deposits.

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable ¹	B556		1621934		1.
2. Net deferred tax assets ²	2148		5670564		2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans	A519		0		3.a.
b. Other financial assets	A520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		1125595		4.
5. Life insurance assets:					
a. General account life insurance assets	K201		34315		5.a.
b. Separate account life insurance assets	K202		1081922		5.b.
c. Hybrid account life insurance assets	K270		0		5.c.
6. Other.....	2168		8543061		6.
	BHCT				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		18077391		7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands		BHCK			
1. Not applicable					
2. Net deferred tax liabilities ¹	3049			0	2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557			144675	3.
4. Other	B984			16479996	4.
	BHCT				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750			16624671	5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands		BHCK			
1. Earning assets that are repriceable within one year or mature within one year	3197			132381283	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet	3296			30046948	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298			15648248	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408			5415000	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409			0	5.

1. Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the bank holding company's assets in foreign countries and 10 percent of the bank holding company's total consolidated assets as of the report date.

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

Schedule HC-I must be completed by all top-tier bank holding companies. (See instructions for additional information.)

I. Property and Casualty Underwriting

Dollar Amounts in Thousands

	BHCK				
Assets					
1. Reinsurance recoverables.....	B988			0	1.
2. Total assets.....	C244			126535	2.
Liabilities					
3. Claims and claims adjustment expense reserves	B990			10971	3.
4. Unearned premiums	B991			27	4.
5. Total equity.....	C245			109112	5.
6. Net income	C246			18384	6.

II. Life and Health Underwriting

	BHCK				
Assets					
1. Reinsurance recoverables.....	C247			26393	1.
2. Separate account assets.....	B992			0	2.
3. Total assets.....	C248			1378523	3.
Liabilities					
4. Policyholder benefits and contractholder funds	B994			857474	4.
5. Separate account liabilities.....	B996			0	5.
6. Total equity.....	C249			466117	6.
7. Net income	C250			14868	7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
Assets					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B558		32485835		1.a.
b. Mortgage-backed securities	B559		21087421		1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	B560		8881581		1.c.
2. Federal funds sold and securities purchased under agreements to resell	3365		91032265		2.
	BHDM				
3. a. Total loans and leases in domestic offices	3516		98696480		3.a.
(1) Loans secured by 1–4 family residential properties	3465		56060811		3.a.(1)
(2) All other loans secured by real estate	3466		7965137		3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386		131187		3.a.(3)
(4) Commercial and industrial loans	3387		19009443		3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	B561		844105		3.a.(5)(a)
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards)	B562		3986261		3.a.(5)(b)
	BHFN				
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs	3360		3220009		3.b.
	BHCK				
4. a. Trading assets	3401		54428396		4.a.
b. Other earning assets	B985		22442235		4.b.
5. Total consolidated assets	3368		360540293		5.
Liabilities					
6. Interest-bearing deposits (domestic) ¹	3517		62134808		6.
7. Interest-bearing deposits (foreign) ¹	3404		21197529		7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353		87805997		8.
9. All other borrowed money	2635		51767827		9.
10. Not applicable					
Equity Capital					
11. Total equity capital (excludes limited-life preferred stock)	3519		32261040		11.

1. Includes interest-bearing demand deposits.

C.I. _____

Schedule HC-L—Derivatives and Off-Balance-Sheet Items**(Report only transactions with nonrelated institutions)**

Dollar Amounts in Thousands

	BHCK				
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines) ..	3814		1860266	1.a.	
b. (1) Unused consumer credit card lines	J455		4883675	1.b.(1)	
(2) Other unused credit card lines	J456		486664	1.b.(2)	
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	3816		966154	1.c.(1)	
(a) 1–4 family residential construction loan commitments	F164		667	1.c.(1)(a)	
(b) Commercial real estate, other construction loan, and land development loan commitments	F165		965487	1.c.(1)(b)	
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550		448776	1.c.(2)	
d. Securities underwriting	3817		0	1.d.	
e. Other unused commitments:					
(1) Commercial and industrial loans	J457		45254914	1.e.(1)	
(2) Loans to financial institutions	J458		0	1.e.(2)	
(3) All other unused commitments	J459		14304684	1.e.(3)	
2. Financial standby letters of credit and foreign office guarantees	6566		5382423	2.	
<i>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of financial standby letters of credit conveyed to others	3820		285568	2.a.	
3. Performance standby letters of credit and foreign office guarantees	6570		3219088	3.	
<i>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of performance standby letters of credit conveyed to others	3822		196506	3.a.	
4. Commercial and similar letters of credit	3411		939905	4.	
5. Not applicable					
6. Securities lent	3433		0	6.	
7. Credit derivatives:					
a. Notional amounts:					
(1) Credit default swaps	C968	251410530	C969	243543121	7.a.(1)
(2) Total return swaps	C970	19615063	C971	14071478	7.a.(2)
(3) Credit options	C972	0	C973	0	7.a.(3)
(4) Other credit derivatives	C974	0	C975	0	7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value	C219	3767414	C221	4818688	7.b.(1)
(2) Gross negative fair value	C220	4553453	C222	4126257	7.b.(2)
c. Notional amounts by regulatory capital treatment:					
(1) Positions covered under the Market Risk Rule:					
(a) Sold protection	G401	271025593			7.c.(1)(a)
(b) Purchased protection	G402	257289649			7.c.(1)(b)
(2) All other positions:					
(a) Sold protection	G403	0			7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404	324950			7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405	0			7.c.(2)(c)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2011.

Schedule HC-L—Continued**(Report only transactions with nonrelated institutions)**

Dollar Amounts in Thousands				Remaining Maturity of:											
				(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years			
				BHCK				BHCK				BHCK			
7. d. Notional amounts by remaining maturity:															
(1) Sold credit protection:															
(a) Investment grade				G406		27580524		G407		73807424		G408		6260554	7.d.(1)(a)
(b) Subinvestment grade				G409		54692524		G410		90305544		G411		18379023	7.d.(1)(b)
(2) Purchased credit protection:															
(a) Investment grade				G412		26207186		G413		74132776		G414		6691723	7.d.(2)(a)
(b) Subinvestment grade				G415		43092941		G416		93324205		G417		14165768	7.d.(2)(b)
8. Spot foreign exchange contracts															
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25 percent of Schedule HC, item 27.a)															
a. Securities borrowed															
b. Commitments to purchase when-issued securities															
c. Commitments to sell when-issued securities															
d. TEXT 6561															
e. TEXT 6562															
f. TEXT 6568															
g. TEXT 6586															
10. Not applicable															

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts			
Derivatives Position Indicators																
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):																
a. Futures contracts.....	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696			
	57979240				4476196				0				6556437			
b. Forward contracts	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700			
	331612399				609789071				0				44669954			
c. Exchange-traded option contracts:																
(1) Written options.....	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704			
	34200000				1000000				0				18399			
(2) Purchased options	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708			
	31751821				1000000				0				17073			
d. Over-the-counter option contracts:																
(1) Written options.....	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712			
	30746190				51853476				7621695				1879730			
(2) Purchased options	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716			
	33239749				53019933				18141428				2285701			
e. Swaps	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720			
	2631705113				199280348				5049565				0			
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724			
	3102295992				909528745				24335975				55427294			
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728			
	48938520				10890279				6476713				0			
14. Gross fair values of derivative contracts:																
a. Contracts held for trading:																
(1) Gross positive fair value	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736			
	67586059				12862759				1723299				670903			
(2) Gross negative fair value	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740			
	67239268				12379450				1719828				1820805			
b. Contracts held for purposes other than trading:																
(1) Gross positive fair value	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744			
	1606347				1163024				546136				0			
(2) Gross negative fair value	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748			
	3619883				211793				107013				0			

Schedule HC-L—ContinuedItem 15 is to be completed only by bank holding companies with total assets of \$10 billion or more.¹

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the-counter derivatives:																				
a. Net current credit exposure	G418		6586340		G419		528990		G420		164314		G421		179586		G422		5091383	15.a.
b. Fair value of collateral:																				
(1) Cash—U.S. dollar	G423		3111374		G424		0		G425		141407		G426		0		G427		3707377	15.b.(1)
(2) Cash—Other currencies	G428		389586		G429		0		G430		0		G431		0		G432		159810	15.b.(2)
(3) U.S. Treasury securities	G433		10910		G434		0		G435		10700		G436		0		G437		279575	15.b.(3)
(4) U.S. government agency and U.S. government-sponsored agency debt securities	G438		257385		G439		0		G440		0		G441		0		G442		77497	15.b.(4)
(5) Corporate bonds	G443		0		G444		0		G445		0		G446		0		G447		151943	15.b.(5)
(6) Equity securities	G448		0		G449		0		G450		0		G451		0		G452		0	15.b.(6)
(7) All other collateral	G453		314988		G454		0		G455		0		G456		0		G457		66030	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)) ...	G458		4084243		G459		0		G460		152107		G461		0		G462		4442232	15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2011.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of bank holding company common shares outstanding	Number (Unrounded) 3459 227				1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	6555 2916552				2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	6556 6959412				3.
4. Other assets acquired in satisfaction of debts previously contracted	6557 0				4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC	A288 30315899				5.
6. Assets covered by loss-sharing agreements with the FDIC:					
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):					
(1) Loans secured by real estate in domestic offices:					
(a) Construction, land development, and other land loans:	BHDM				
(1) 1–4 family residential construction loans	K169 0				6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans	K170 0				6.a.(1)(a)(2)
(b) Secured by farmland	K171 0				6.a.(1)(b)
(c) Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K172 0				6.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens	K173 0				6.a.(1)(c)(2)(a)
(b) Secured by junior liens	K174 0				6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties	K175 0				6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K176 0				6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties	K177 0				6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers	BHCK K178 0				6.a.(2)
(3) Commercial and industrial loans	K179 0				6.a.(3)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(a) Credit cards	K180 0				6.a.(4)(a)
(b) Automobile loans	K181 0				6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)	K182 0				6.a.(4)(c)
(5) All other loans and leases	K183 0				6.a.(5)
<i>Itemize and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</i>					
(a) Loans to depository institutions and acceptances of other banks	K184 0				6.a.(5)(a)
(b) Loans to foreign governments and official institutions	K185 0				6.a.(5)(b)
(c) Other loans ¹	K186 0				6.a.(5)(c)
(d) Lease financing receivables	K273 0				6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):	BHDM				
(1) Construction, land development, and other land	K187 0				6.b.(1)
(2) Farmland in domestic offices	K188 0				6.b.(2)
(3) 1–4 family residential properties in domestic office	K189 0				6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic office	K190 0				6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices	K191 0				6.b.(5)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-M—Continued

Dollar Amounts in Thousands

6. b. (6) In foreign offices	BHFN					
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements	K260				0	6.b.(6)
c. Debt securities (included in Schedule HC, items 2.a and 2.b)	BHCK					6.b.(7)
d. Other assets (exclude FDIC loss-sharing indemnification assets)	K192				0	6.b.(7)
7. Captive insurance and reinsurance subsidiaries:	J461				0	6.c.
a. Total assets of captive insurance subsidiaries ¹	J462				0	6.d.
b. Total assets of captive reinsurance subsidiaries ¹						
	K193				0	7.a.
	K194				76035	7.b.
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for Yes; enter "0" for No.)	0=No	BHCK				
	1=Yes	C251			0	8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No.)	0=No	BHCK				
	1=Yes	6689			0	9.
10. Not applicable						
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10	0=No	BHCK				
	1=Yes	6416			1	11.
<div style="border: 1px solid black; padding: 2px; display: inline-block;">TEXT</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">6428</div>						
Name of Bank Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)				Area Code / Phone Number (TEXT 9009)		
12. Intangible assets other than goodwill:	BHCK					
a. Mortgage servicing assets	3164				181414	12.a.
(1) Estimated fair value of mortgage servicing assets	6438				181414	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	B026				0	12.b.
c. All other identifiable intangible assets	5507				9435	12.c.
	BHCT					
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	0426				190849	12.d.
13. Other real estate owned	2150				298664	13.
14. Other borrowed money:	BHCK					
a. Commercial paper	2309				4876265	14.a.
b. Other borrowed money with a remaining maturity of one year or less	2332				13223577	14.b.
c. Other borrowed money with a remaining maturity of more than one year	2333				31857220	14.c.
	BHCT					
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	3190				49957062	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.)	0=No	BHCK				
	1=Yes	B569			1	15.
16. Assets under management in proprietary mutual funds and annuities	BHCK					
	B570				14060884	16.

1. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting bank holding company.

Schedule HC-M—Continued

The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for Yes; enter "0" for No.)

0=No	BHCK	
1=Yes	C161	1

 17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for Yes; enter "0" for No.).....

0=No	BHCK	
1=Yes	C159	1

 18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for Yes; enter "0" for No.).....

0=No	BHCK	
1=Yes	C700	

 19.a.
- b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for Yes; enter "0" for No.).....

0=No		
1=Yes	C701	

 19.b.

Dollar Amounts in Thousands

Memoranda items 20 and 21 are to be completed only by bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

- | | BHCK | | | |
|---|------|--|----------|----------|
| 20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act: | | | | |
| a. Net assets | C252 | | 70304109 | 20.a. |
| b. Balances due from related institutions: | | | | |
| (1) Due from the bank holding company (parent company only), gross | 4832 | | 6163 | 20.b.(1) |
| (2) Due from subsidiary banks of the bank holding company, gross..... | 4833 | | 55149 | 20.b.(2) |
| (3) Due from nonbank subsidiaries of the bank holding company, gross..... | 4834 | | 40680 | 20.b.(3) |
| c. Balances due to related institutions: | | | | |
| (1) Due to bank holding company (parent company only), gross..... | 5041 | | 755190 | 20.c.(1) |
| (2) Due to subsidiary banks of the bank holding company, gross | 5043 | | 120790 | 20.c.(2) |
| (3) Due to nonbank subsidiaries of the bank holding company, gross | 5045 | | 951825 | 20.c.(3) |
| d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors | 5047 | | | 20.d. |
| 21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act | C253 | | 468308 | 21. |

Schedule HC-M—Continued

Memoranda item 22 is to be completed by bank holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting bank holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

WWW.HSBC.COM } 1 } 2 } INVESTOR-RELATIONS } FINANCIAL-INFO

TEXT
C497

http://

22.

Dollar Amounts in Thousands

Memoranda items 23 and 24 are to be completed by all bank holding companies.

23. Secured liabilities:

a. Amount of "Federal funds purchased in domestic offices" that are secured
(included in Schedule HC, item 14.a)

F064

0

23.a.

b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d).....

F065

4075162

23.b.

24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:

a. Senior perpetual preferred stock or similar items

G234

0

24.a.

b. Warrants to purchase common stock or similar items

G235

0

24.b.

C.I. _____

**Schedule HC-N—Past Due and Nonaccrual Loans,
Leases, and Other Assets**

				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands				BHCK				BHCK				BHCK			
1. Loans secured by real estate:															
a. Construction, land development, and other land loans in domestic offices:															
(1) 1–4 family residential construction loans				F172			0	F174			0	F176			0
(2) Other construction loans and all land development and other land loans				F173			8859	F175			315	F177			97802
b. Secured by farmland in domestic offices.....				3493			0	3494			0	3495			0
c. Secured by 1–4 family residential properties in domestic offices:															
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit				5398			132826	5399			0	5400			154523
(2) Closed-end loans secured by 1–4 family residential properties:															
(a) Secured by first liens				C236			3803071	C237			0	C229			5916347
(b) Secured by junior liens				C238			252715	C239			0	C230			166996
d. Secured by multifamily (5 or more) residential properties in domestic offices.....				3499			1388	3500			965	3501			147142
e. Secured by nonfarm nonresidential properties in domestic offices:															
(1) Loans secured by owner-occupied nonfarm non-residential properties				F178			8791	F180			6266	F182			21617
(2) Loans secured by other nonfarm nonresidential properties				F179			24830	F181			0	F183			180682
f. In foreign offices				B572			0	B573			0	B574			0
2. Loans to depository institutions and acceptances of other banks:															
a. U.S. banks and other U.S. depository institutions				5377			0	5378			0	5379			0
b. Foreign banks				5380			16667	5381			0	5382			13789
3. Loans to finance agricultural production and other loans to farmers															
				1594			0	1597			0	1583			157
4. Commercial and industrial loans															
				1606			66056	1607			1540	1608			185883
5. Loans to individuals for household, family, and other personal expenditures:															
a. Credit cards				B575			14971	B576			15460	B577			0
b. Automobile loans				K213			324	K214			111	K215			0
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)															
				K216			205853	K217			26744	K218			66524
6. Loans to foreign governments and official institutions															
				5389			0	5390			0	5391			0
7. All other loans															
				5459			5370	5460			655	5461			10227
8. Lease financing receivables:															
a. Leases to individuals for household, family, and other personal expenditures				F166			0	F167			0	F168			0
b. All other leases				F169			0	F170			0	F171			0

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		0		3506		0		3507		0	
10. TOTAL (sum of items 1 through 9)	5524		4541721		5525		52056		5526		6961689	
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)	K036		80184		K037		14388		K038		6504	
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039		38645		K040		14388		K041		2455	
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above ...	K042		41405		K043		0		K044		3084	
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:												
a. Loans secured by real estate in domestic offices:												
(1) Construction, land development, and other land loans:												
(a) 1–4 family residential construction loans	BHDM				BHDM				BHDM			
(b) Other construction loans and all land development and other land loans	K045		0		K046		0		K047		0	
(2) Secured by farmland	K048		0		K049		0		K050		0	
(3) Secured by 1–4 family residential properties:	K051		0		K052		0		K053		0	
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K054		0		K055		0		K056		0	
(b) Closed-end loans secured by 1–4 family residential properties:												
(1) Secured by first liens	K057		0		K058		0		K059		0	
(2) Secured by junior liens	K060		0		K061		0		K062		0	
(4) Secured by multifamily (5 or more) residential properties	K063		0		K064		0		K065		0	
(5) Secured by nonfarm nonresidential properties:												
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066		0		K067		0		K068		0	
(b) Loans secured by other non-farm nonresidential properties	K069		0		K070		0		K071		0	
b. Loans to finance agricultural production and other loans to farmers	BHCK				BHCK				BHCK			
c. Commercial and industrial loans	K072		0		K073		0		K074		0	
	K075		0		K076		0		K077		0	

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
12.d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):													
(1) Credit cards	K078			0	K079			0	K080			0	12.d.(1)
(2) Automobile loans	K081			0	K082			0	K083			0	12.d.(2)
(3) Other consumer loans	K084			0	K085			0	K086			0	12.d.(3)
e. All other loans and leases	K087			0	K088			0	K089			0	12.e.
<i>Itemize and describe the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>													
(1) Loans to depository institutions and acceptances of other banks	K091			0	K092			0	K093			0	12.e.(1)
(2) Loans to foreign governments and official institutions.....	K095			0	K096			0	K097			0	12.e.(2)
(3) Other loans ¹	K099			0	K100			0	K101			0	12.e.(3)
(4) Lease financing receivables.....	K269			0	K271			0	K272			0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss- sharing agreements.....	K102			0	K103			0	K104			0	12. f.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Memoranda

Dollar Amounts in Thousands	BHDM				BHDM				BHDM				
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans	K105			0	K106			0	K107			0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K108			0	K109			0	K110			15288	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	BHCK				BHCK				BHCK				
	F661			3221452	F662			0	F663			4699403	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM				BHDM				BHDM				
	K111			0	K112			965	K113			75129	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114			829	K115			0	K116			1686	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117			0	K118			0	K119			121272	M.1.d.(2)

Schedule HC-N—Continued

Memoranda—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
1. e. Commercial and industrial loans:													
(1) To U.S. addressees (domicile).....	K120			0	K121			0	K122			24360	M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K123			0	K124			0	K125			0	M.1.e.(2)
f. All other loans (<i>include</i> loans to individuals for household, family, and other personal expenditures)													
	K126			162841	K127			913	K128			55071	M.1. f.
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>													
(1) Loans secured by farmland in domestic offices	BHDM				BHDM				BHDM				
	K130			0	K131			0	K132			0	M.1. f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCK				BHCK				BHCK				
	K134			0	K135			0	K136			0	M.1. f.(2)
(3) Loans to finance agricultural production and other loans to farmers.....													
	K138			0	K139			0	K140			0	M.1. f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:													
(a) Credit cards	K274			0	K275			913	K276			0	M.1. f.(4)(a)
(b) Automobile loan	K277			0	K278			0	K279			0	M.1. f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards													
	K280			0	K281			0	K282			0	M.1. f.(4)(c)
(5) Loans to foreign governments and official institutions													
	K283			0	K284			0	K285			0	M.1. f.(5)
(6) Other loans ¹	K286			0	K287			0	K288			0	M.1. f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558			0	6559			0	6560			3077	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees													
	3508			16667	1912			0	1913			14099	M.3.
4. Not applicable													
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)													
a. Loans and leases held for sale	C240			193916	C241			0	C226			112636	M.5.a.
b. Loans measured at fair value:													
(1) Fair value.....	F664			0	F665			0	F666			0	M.5.b.(1)
(2) Unpaid principal balance	F667			0	F668			0	F669			0	M.5.b.(2)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-N—Continued**Memoranda—Continued**

Item 6 is to be reported only by bank holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance-sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

Dollar Amounts in Thousands				BHCK				BHCK			
6. Derivative contracts:											
Fair value of amounts carried as assets.....				3529			0	3530			0

M.6.

Dollar Amounts in Thousands				BHCK			
7. Additions to nonaccrual assets during the quarter.....				C410			1365134
8. Nonaccrual assets sold during the quarter				C411			2500

M.7.

M.8.

				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands				BHCK				BHCK				BHCK			
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):															
a. Outstanding balance.....				L183			3399	L184			0	L185			5426
b. Carrying amount included in Schedule HC-N, items 1 through 7, above															
				L186			2240	L187			0	L188			3575

M.9.a.

M.9.b.

Schedule HC-P—1–4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale:²					
a. Closed-end first liens	F066		839390		1.a.
b. Closed-end junior liens	F067		0		1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F670		0		1.c.(1)
(2) Principal amount funded under the lines of credit	F671		0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale:²					
	BHCK				
a. Closed-end first liens	F068		69396		2.a.
b. Closed-end junior liens	F069		0		2.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F672		0		2.c.(1)
(2) Principal amount funded under the lines of credit	F673		0		2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:					
	BHCK				
a. Closed-end first liens	F070		1093056		3.a.
b. Closed-end junior liens	F071		23121		3.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F674		249880		3.c.(1)
(2) Principal amount funded under the lines of credit	F675		185568		3.c.(2)
4. 1–4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):					
	BHCK				
a. Closed-end first liens	F072		3718783		4.a.
b. Closed-end junior liens	F073		2425		4.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F676		12874		4.c.(1)
(2) Principal amount funded under the lines of credit	F677		7092		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):					
	BHCK				
a. Closed-end 1–4 family residential mortgage loans	F184		45226		5.a.
	BHDM				
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	F560		84		5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:					
a. Closed-end first liens	F678		103227		6.a.
b. Closed-end junior liens	F679		0		6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	F680		0		6.c.(1)
(2) Principal amount funded under the lines of credit	F681		0		6.c.(2)
7. Representation and warranty reserves for 1–4 family residential mortgage loans sold:					
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	BHCK				
	L191				7.a.
b. For representations and warranties made to other parties	L192				7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	M288		252227		7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2011.

2. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule HC-Q is to be completed by all bank holding companies.

Dollar Amounts in Thousands		(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements			
		BHCY				BHCK				BHCK				BHCK				BHCK			
Assets																					
1. Available-for-sale securities	1773		64106530			G474			0	G475		38268571		G476		25821147		G477		16812	1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK																				
	G478		55202587			G479		23901393		G480		0		G481		79103980		G482		0	2.
3. Loans and leases held for sale	G483		424468			G484		0		G485		0		G486		424468		G487		0	3.
4. Loans and leases held for investment	G488		0			G489		0		G490		0		G491		0		G492		0	4.
5. Trading assets:	BHCT																				
a. Derivative assets	3543		7856627			G493		86617375		G494		133471		G495		92574671		G496		1765860	5.a.
	BHCK																				
b. Other trading assets	G497		42189067			G498		0		G499		13191374		G500		25842968		G501		3154725	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)																					
	F240		0			F684		0		F692		0		F241		0		F242		0	5.b.(1)
6. All other assets	G391		3951276			G392		0		G395		0		G396		3314063		G804		637213	6.
7. Total assets measured at fair value on a recurring basis																					
	G502		173730555			G503		110518768		G504		51593416		G505		227081297		G506		5574610	7.
Liabilities																					
8. Deposits	F252		9362157			F686		0		F694		0		F253		6481090		F254		2881067	8.
9. Federal funds purchased and securities sold under agreements to repurchase																					
	G507		56307829			G508		23901393		G509		0		G510		80209222		G511		0	9.
10. Trading liabilities:	BHCT																				
a. Derivative liabilities	3547		11919476			G512		83169235		G513		276482		G514		93395704		G515		1416525	10.a.
	BHCK																				
b. Other trading liabilities	G516		16391062			G517		0		G518		8869671		G519		7521391		G520		0	10.b.
11. Other borrowed money	G521		16817371			G522		0		G523		0		G524		16496844		G525		320527	11.
12. Subordinated notes and debentures	G526		2461970			G527		0		G528		0		G529		2461970		G530		0	12.
13. All other liabilities	G805		3638136			G806		0		G807		0		G808		3638136		G809		0	13.
14. Total liabilities measured at fair value on a recurring basis																					
	G531		116898001			G532		107070628		G533		9146153		G534		210204357		G535		4618119	14.

Schedule HC-Q—Continued

Memoranda

				(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements							
Dollar Amounts in Thousands				BHCK				BHCK				BHCK				BHCK								
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25 percent of item 6):																								
a. Mortgage servicing assets.....				G536			0	G537			0	G538			0	G539			0	M.1.a.				
b. Nontrading derivative assets.....				G541			3314063	G542			0	G543			0	G544			3314063	G545			0	M.1.b.
c. <div>BHTX G546</div>				G546			0	G547			0	G548			0	G549			0	G550			0	M.1.c.
d. <div>BHTX G551</div>				G551			0	G552			0	G553			0	G554			0	G555			0	M.1.d.
e. <div>BHTX G556</div>				G556			0	G557			0	G558			0	G559			0	G560			0	M.1.e.
f. <div>BHTX G561</div>				G561			0	G562			0	G563			0	G564			0	G565			0	M.1. f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25 percent of item 13):																								
a. Loan commitments (not accounted for as derivatives).....				F261			0	F689			0	F697			0	F262			0	F263			0	M.2.a.
b. Nontrading derivative liabilities				G566			3638136	G567			0	G568			0	G569			3638136	G570			0	M.2.b.
c. <div>BHTX G571</div>				G571			0	G572			0	G573			0	G574			0	G575			0	M.2.c.
d. <div>BHTX G576</div>				G576			0	G577			0	G578			0	G579			0	G580			0	M.2.d.
e. <div>BHTX G581</div>				G581			0	G582			0	G583			0	G584			0	G585			0	M.2.e.
f. <div>BHTX G586</div>				G586			0	G587			0	G588			0	G589			0	G590			0	M.2. f.

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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C.I. _____

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3232316

Dollar Amounts in Thousands

Tier 1 Capital

1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210	31616975	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK		
	8434	1224503	2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221		3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value)	4336	-1502880	4.
5. LESS: Nonqualifying perpetual preferred stock	B588	4000000	5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214	301	6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) ²	G215	3976768	6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216		6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	2232684	7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (If a net gain, report as a positive value; If a net loss, report as a negative value.)	F264	381724	7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227	29258013	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	18141	9.a.
b. LESS: Disallowed deferred tax assets	5610	4861600	9.b.
10. Other additions to (deductions from) Tier 1 capital	B592	-35742	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	24342530	11.

Tier 2 Capital

12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements ² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217	8720477	12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218	4000000	13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	1816114	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	3827	15.
16. Other Tier 2 capital components	B594		16.
17. Tier 2 capital (sum of items 12 through 16)	5311	14540418	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	14540418	18.
19. Tier 3 capital allocated for market risk	1395		19.
20. LESS: Deductions for total risk-based capital	B595		20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792	38882948	21.

Total Assets for Leverage Ratio

22. Average total assets (from Schedule HC-K, item 5)	3368	360540293	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	2232684	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	18141	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	4861600	25.
26. LESS: Other deductions from assets for leverage capital purposes	B596	446774	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	352981094	27.
28.-30. Not applicable			

Capital Ratios

31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	6.90	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	17.16	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	27.40	33.

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income (AOCI)."

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.

Schedule HC-R—Continued

Bank holding companies are not required to risk-weight each on-balance-sheet asset and the credit equivalent amount of each off-balance-sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance-sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

															C000	◀
															34.	

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹	(Column C)	(Column D)	(Column E)	(Column F)								
				Allocation by Risk-Weight Category											
				0%		20%		50%		100%					
Dollar Amounts in Thousands															
Derivatives and Off-Balance-Sheet Items	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9								
44. Financial standby letters of credit.....	5382423	1.00 or 12.5 ²	5382423	728579	840518		3813326								44.
	BHCT 6570														
45. Performance standby letters of credit.....	3219088	.50	1609544	369879	239882		999783								45.
	BHCT 3411														
46. Commercial and similar letters of credit....	939905	.20	187981		111224		76757								46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429	1.00													47.
	BHCT 3433														
48. Securities lent.....		1.00													48.
49. Retained recourse on small business obligations sold with recourse	BHCT A250	1.00													49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	BHCK B541	12.5 ³													50.
	BHCK B675														
51. All other financial assets sold with recourse	1026877	1.00	1026877		588750		438127								51.
	BHCK B681														
52. All other off-balance-sheet liabilities.....	6279	1.00	6279				6279								52.
53. Unused commitments:															
a. With an original maturity exceeding one year.....	BHCK 6572														53.a.
	47165508	.50	23582754		114506		23468248								
b. With an original maturity of one year or less to asset-backed commercial paper conduits	BHCK G591														53.b.
	1351500	.10	135150				135150								
			BHCE A167												
54. Derivative contracts			35614263	1410035	18257557	15946671									54.

1. Column A multiplied by credit conversion factor.

2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an-institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-specific factor.

Schedule HC-R—Continued

				(Column C)	(Column D)	(Column E)	(Column F)		
				Allocation by Risk-Weight Category					
				0%	20%	50%	100%		
Dollar Amounts in Thousands									
Totals									
55. Total assets, derivatives, and off-balance-sheet items by risk-weight category (for each column, sum of items 43 through 54)				BHCK B696	BHCK B697	BHCK B698	BHCK B699		
				125181284	53303280	49673867	102469565	55.	
56. Risk-weight factor				x 0%	x 20%	x 50%	x 100%	56.	
				BHCK B700	BHCK B701	BHCK B702	BHCK B703		
57. Risk-weighted assets by risk-weight category (for each column, item 55 multiplied by item 56)				0	10660656	24836934	102469565	57.	
58. Market risk equivalent assets							BHCK 1651		
							7322000	58.	
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)							BHCK B704		
							145289155	59.	
60. LESS: Excess allowance for loan and lease losses							BHCK A222		
							3399065	60.	
61. LESS: Allocated transfer risk reserve							BHCK 3128		
							BHCK A223	61.	
62. Total risk-weighted assets (item 59 minus items 60 and 61)							141890090	62.	

Schedule HC-R—Continued

Memoranda

Dollar Amounts in Thousands										BHCK															
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards										8764	6046695				M.1.										
										With a remaining maturity of															
										(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years							
Dollar Amounts in Thousands										BHCK					BHCK					BHCK					
2. Notional principal amounts of derivative contracts: ¹																									
a. Interest rate contracts										3809	779643168				8766	1345787690				8767	698650599				M.2.a.
b. Foreign exchange contracts										3812	618467442				8769	131379767				8770	45829269				M.2.b.
c. Gold contracts										8771	36036426				8772	686164				8773					M.2.c.
d. Other precious metals contracts										8774	8554624				8775	1638446				8776					M.2.d.
e. Other commodity contracts										8777	39995				8778					8779					M.2.e.
f. Equity derivative contracts										A000	8940155				A001	9807594				A002	4443244				M.2. f.
g. Credit derivative contracts:																									
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:																									
(1) Investment grade										G597	26034486				G598	74047776				G599	6691723				M.2.g.(1)
(2) Subinvestment grade										G600	43030442				G601	93274454				G602	14165768				M.2.g.(2)
										Dollar Amounts in Thousands										BHCK					
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:																									
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)										5479									M.3.a.						
b. Not applicable.																									
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b)										C498	1840000								M.3.c.						
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)										A507	300000								M.3.d.						
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)										2771									M.4.						
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):																									
a. In the form of perpetual preferred stock										5483									M.5.a.						
b. In the form of common stock										5484									M.5.b.						

1. Exclude foreign exchange contracts with an original maturity of 14 days or less and all future contracts.

Schedule HC-R—Continued**Memoranda—Continued**

Dollar Amounts in Thousands		BHCK			
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	F031		6205000		M.6.
7. Not applicable					
8. Restricted core capital elements included in Tier 1 capital:					
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219				M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220		2140000		M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990				M.8.c.
d. Qualifying trust preferred securities ² (included in Schedule HC, item 19.b)	C502		1836768		M.8.d.
9. Goodwill net of any associated deferred tax liability	G221		2223249		M.9.
		BHCK	Percentage		
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	G222		13.41		M.10.

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

Schedule HC-S—Servicing, Securitization, and Asset Sale Activities

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	C000
Dollar Amounts in Thousands								
Securitization Activities								
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....	BHCK B705 4321687	BHCK B706 0	BHCK B707 0	BHCK B708 0	BHCK B709 0	BHCK B710 0	BHCK B711 0	1.
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:								
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F).....	BHCK B712 0	BHCK B713 0	BHCK B714 0	BHCK B715 0	BHCK B716 0	BHCK B717 0	BHCK B718 0	2.a.
b. Subordinated securities and other residual interests	BHCK C393 0	BHCK C394 0	BHCK C395 0	BHCK C396 0	BHCK C397 0	BHCK C398 0	BHCK C399 0	2.b.
c. Standby letters of credit and other enhancements	BHCK C400 0	BHCK C401 0	BHCK C402 0	BHCK C403 0	BHCK C404 0	BHCK C405 0	BHCK C406 0	2.c.
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCK B726 0	BHCK B727 0	BHCK B728 0	BHCK B729 0	BHCK B730 0	BHCK B731 0	BHCK B732 0	3.
4. Past due loan amounts included in item 1:								
a. 30-89 days past due	BHCK B733 250257	BHCK B734 0	BHCK B735 0	BHCK B736 0	BHCK B737 0	BHCK B738 0	BHCK B739 0	4.a.
b. 90 days or more past due	BHCK B740 435549	BHCK B741 0	BHCK B742 0	BHCK B743 0	BHCK B744 0	BHCK B745 0	BHCK B746 0	4.b.
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):								
a. Charge-offs	BHCK B747 0	BHCK B748 0	BHCK B749 0	BHCK B750 0	BHCK B751 0	BHCK B752 0	BHCK B753 0	5.a.
b. Recoveries	BHCK B754 0	BHCK B755 0	BHCK B756 0	BHCK B757 0	BHCK B758 0	BHCK B759 0	BHCK B760 0	5.b.

Schedule HC-S—Continued

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	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761	BHCK B762			BHCK B763		6.a.
		0	0			0		
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502		6.b.
		0	0			0		
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due.....		BHCK B764	BHCK B765			BHCK B766		7.a.
		0	0			0		
b. 90 days or more past due.....		BHCK B767	BHCK B768			BHCK B769		7.b.
		0	0			0		
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770	BHCK B771			BHCK B772		8.a.
		0	0			0		
b. Recoveries.....		BHCK B773	BHCK B774			BHCK B775		8.b.
		0	0			0		
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements								
	BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782	9.
	0	0	0	0	0	0	0	
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures								
	BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789	10.
	0	0	0	0	0	0	0	
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized								
	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796	11.
	0	0	0	0	0	0	0	
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11								
	BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803	12.
	0	0	0	0	0	0	0	

Schedule HC-S—Continued**Memoranda**

Dollar Amounts in Thousands				BHCK			
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:							
a. Outstanding principal balance.....	A249		0				M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250		0				M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):							
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804		0				M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805		33683195				M.2.b.
c. Other financial assets ¹	A591		6333039				M.2.c.
d. 1–4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	F699		1180044				M.2.d.
3. Asset-backed commercial paper conduits:							
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:							
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806		0				M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807		0				M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:							
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808		1924777				M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809		453600				M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407		0				M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities

	(Column A) Securitization Vehicles				(Column B) ABCP Conduits				(Column C) Other VIEs				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:													
a. Cash and balances due from depository institutions	J981			0	J982			0	J983			0	1.a.
b. Held-to-maturity securities	J984			0	J985			0	J986			0	1.b.
c. Available-for-sale securities	J987			0	J988			0	J989			0	1.c.
d. Securities purchased under agreements to resell...	J990			0	J991			0	J992			0	1.d.
e. Loans and leases held for sale	J993			0	J994			0	J995			0	1.e.
f. Loans and leases, net of unearned income	J996			4919372	J997			0	J998			0	1.f.
g. Less: Allowance for loan and lease losses.....	J999			711914	K001			0	K002			0	1.g.
h. Trading assets (other than derivatives)	K003			0	K004			0	K005			0	1.h.
i. Derivative trading assets	K006			0	K007			0	K008			0	1.i.
j. Other real estate owned	K009			0	K010			0	K011			0	1.j.
k. Other assets	K012			183836	K013			0	K014			573595	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank holding company:													
a. Securities sold under agreements to repurchase ...	K015			0	K016			0	K017			0	2.a.
b. Derivative trading liabilities.....	K018			0	K019			0	K020			0	2.b.
c. Commercial paper	K021			0	K022			0	K023			0	2.c.
d. Other borrowed money (exclude commercial paper).....	K024			2990746	K025			0	K026			0	2.d.
e. Other liabilities	K027			3513	K028			0	K029			194064	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above)	K030			0	K031			0	K032			0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above)	K033			0	K034			0	K035			55000	4.

Notes to the Balance Sheet—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less.

Dollar Amounts in Thousands				BHBC				
1.	Average loans and leases (net of unearned income)	3516					0	1.
2.	Average earning assets	3402					0	2.
3.	Average total consolidated assets	3368					0	3.
4.	Average equity capital	3519					0	4.

Notes to the Balance Sheet (Other)

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the bank holding company's long-term unsecured debt by a material amount. The bank holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HC, item 16, New loan to holding company's ESOP guaranteed				
by bank holding company				
	0000			750

Notes to the Balance Sheet (Other)

Dollar Amounts in Thousands				BHCK				
1.	Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)	K141					0	1.
2.	5357							
		5357					0	2.
3.	5358							
		5358					0	3.
4.	5359							
		5359					0	4.
5.	5360							
		5360					0	5.
6.	B027							
		B027					0	6.

Notes to the Balance Sheet (Other)—Continued

		TEXT	Dollar Amounts in Thousands	BHCK				
7.		B028						
				B028			0	7.
8.		B029						
				B029			0	8.
9.		B030						
				B030			0	9.
10.		B031						
				B031			0	10.
11.		B032						
				B032			0	11.
12.		B033						
				B033			0	12.
13.		B034						
				B034			0	13.
14.		B035						
				B035			0	14.
15.		B036						
				B036			0	15.
16.		B037						
				B037			0	16.
17.		B038						
				B038			0	17.
18.		B039						
				B039			0	18.
19.		B040						
				B040			0	19.
20.		B041						
				B041			0	20.